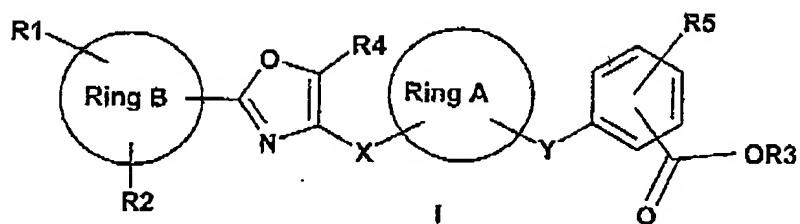


We claim:

1. (original) A compound of the formula I



wherein

**Ring A** is ( $C_3$ - $C_8$ )-cycloalkanediyl or ( $C_3$ - $C_8$ )-cycloalkenediyl, wherein one or more carbon atoms in said ( $C_3$ - $C_8$ )-cycloalkanediyl and ( $C_3$ - $C_8$ )-cycloalkenediyl groups is optionally replaced by oxygen atoms;

**Ring B** is

- a) phenyl; or

- b) ( $C_3$ - $C_8$ )-cycloalkyl, an 8-, 9-, 10-, 11-, 12-, 13- or 14-membered aromatic ring, or a 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12-membered heteroaromatic ring optionally containing one, two, three or four heteroatoms selected from the group consisting of N, O and S;

**R1** is

- a) in the case where ring B is selected from a) above:

$SCF_3$ ,  $OCF_2-CHF_2$ , O-phenyl or O-( $C_1$ - $C_6$ )-alkyl-O-( $C_1$ - $C_3$ )-alkyl;

- b) in the case where ring B is selected from b) above:

H, F, Cl, Br, OH,  $NO_2$ ,  $CF_3$ ,  $OCF_3$ ,  $OCF_2-CF_3$ ,  $SCF_3$ ,  $OCF_2-CHF_2$ , O-phenyl, ( $C_1$ - $C_6$ )-alkyl, O-( $C_1$ - $C_6$ )-alkyl or O-( $C_1$ - $C_6$ )-alkyl-O-( $C_1$ - $C_3$ )-alkyl;

- c) in the case ring B is selected from a) above and R4 is phenyl:

( $C_1$ - $C_6$ )-alkyl or O-( $C_1$ - $C_6$ )-alkyl;

**R2** is H or  $CF_3$ ;

**R4** is

- a) in the case where ring B is selected from a) above:

phenyl;

b) in the case where ring B is selected from b) above:

H, F, Cl, Br, OH, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub>, (C<sub>1</sub>-C<sub>6</sub>)-alkyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

c) in the case ring B is selected from a) above and R1 is selected from a) above:

(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

R5 is H, F, Cl, Br, OH, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub>, (C<sub>1</sub>-C<sub>6</sub>)-alkyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

R3 is H or (C<sub>1</sub>-C<sub>6</sub>)-alkyl;

X is (C<sub>1</sub>-C<sub>6</sub>)-alkanediyl, wherein one or more carbon atoms in said (C<sub>1</sub>-C<sub>6</sub>)-alkanediyl group are optionally replaced by oxygen atoms;

Y is (C<sub>1</sub>-C<sub>6</sub>)-alkanediyl, wherein one or more carbon atoms in said (C<sub>1</sub>-C<sub>6</sub>)-alkanediyl group are optionally replaced by oxygen atoms;

and pharmaceutically acceptable salts thereof.

2. (currently amended) The compound of Claim I wherein:

Ring A is (C<sub>3</sub>-C<sub>8</sub>)-cycloalkanediyl or (C<sub>3</sub>-C<sub>8</sub>)-cycloalkenediyl, wherein one or more carbon atoms in said (C<sub>3</sub>-C<sub>8</sub>)-cycloalkanediyl and (C<sub>3</sub>-C<sub>8</sub>)-cycloalkenediyl groups are optionally replaced by oxygen atoms;

Ring B is a) phenyl; or

b) (C<sub>3</sub>-C<sub>8</sub>)-cycloalkyl, an 8-, 9-, 10, 11-, 12-, 13- or 14-membered aromatic ring, or a 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12-membered heteroaromatic ring optionally containing one, two, three or four heteroatoms selected from the group consisting of N, O and S;

R1 is a) in the case where ring B is selected from a) above:

SCF<sub>3</sub>, OCF<sub>2</sub>-CHF<sub>2</sub>, O-phenyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl-O-(C<sub>1</sub>-C<sub>3</sub>)-alkyl;

b) in the case where ring B is selected from b) above:

H, F, Cl, Br, OH, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub>, OCF<sub>2</sub>-CF<sub>3</sub>, SCF<sub>3</sub>, OCF<sub>2</sub>-CHF<sub>2</sub>, O-phenyl, (C<sub>1</sub>-C<sub>6</sub>)-alkyl, O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl-O-(C<sub>1</sub>-C<sub>3</sub>)-alkyl;

c) in the case where ring B is selected from a) above and R4 is phenyl:

(C<sub>1</sub>-C<sub>6</sub>)-alkyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

R2 is H or CF<sub>3</sub>;

R4 is a) in the case where ring B is selected from a) above:

phenyl;

b) in the case where ring B is selected from b) above:

H, F, Cl, Br, OH, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub>, (C<sub>1</sub>-C<sub>6</sub>)-alkyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

c) in the case where ring B is selected from a) above and R1 is selected from a) above:

(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

R5 is H, F, Cl, Br, OH, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub>, (C<sub>1</sub>-C<sub>6</sub>)-alkyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

R3 is H or (C<sub>1</sub>-C<sub>6</sub>)-alkyl;

X is CH<sub>2</sub>-O;

Y is (C<sub>1</sub>-C<sub>6</sub>)-alkanediyl, wherein one or more carbon atoms in said (C<sub>1</sub>-C<sub>6</sub>)-alkanediyl group are optionally replaced by oxygen atoms.

3. (original) The compound of Claim 2 wherein:

Ring A is (C<sub>3</sub>-C<sub>8</sub>)-cycloalkanediyl wherein one carbon atom therein is optionally replaced by an oxygen atom;

Ring B is a) phenyl; or

b) (C<sub>3</sub>-C<sub>8</sub>)-cycloalkyl, an 8-, 9-, 10-, 11-, 12-, 13- or 14-membered aromatic ring,

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or a 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12-membered heteroaromatic ring optionally containing one, two, three or four heteroatoms selected from the group consisting of N, O and S;

R1 is      a)      in the case where ring B is selected from a) above:  
SCF<sub>3</sub>, OCF<sub>2</sub>-CHF<sub>2</sub>, O-phenyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl-O-(C<sub>1</sub>-C<sub>3</sub>)-alkyl;

              b)      in the case where ring B is selected from b) above:  
H, F, Cl, Br, OH, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub>, OCF<sub>2</sub>-CF<sub>3</sub>, SCF<sub>3</sub>, OCF<sub>2</sub>-CHF<sub>2</sub>, O-phenyl, (C<sub>1</sub>-C<sub>6</sub>)-alkyl, O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl-O-(C<sub>1</sub>-C<sub>3</sub>)-alkyl;

              c)      in the case where ring B is selected from a) above and R4 is phenyl:  
(C<sub>1</sub>-C<sub>6</sub>)-alkyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

R2 is      H or CF<sub>3</sub>;

R4 is      a)      in the case where ring B is selected from a) above:  
phenyl;

              b)      in the case where ring B is selected from b) above:  
H, F, Cl, Br, OH, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub>, (C<sub>1</sub>-C<sub>6</sub>)-alkyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

              c)      in the case where ring B is selected from a) above and R1 is selected from a)  
above:  
(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

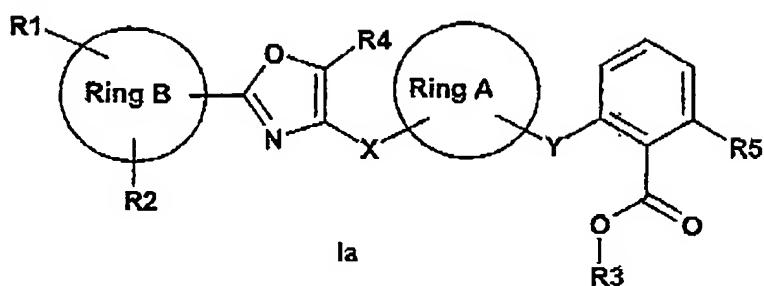
R5 is      H, F, Cl, Br, OH, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub>, (C<sub>1</sub>-C<sub>6</sub>)-alkyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

R3 is      H or (C<sub>1</sub>-C<sub>6</sub>)-alkyl;

X is      CH<sub>2</sub>-O;

Y is      CH<sub>2</sub>-O.

4.      (original) The compound of Claim 1 which has the formula Ia



wherein ring A, ring B, R1, R2, R3, R4, R5, X and Y are as defined in Claim 1.

5. (original) The compound of Claim 4 wherein:

R3 is H; and

R5 is methyl.

6. (original) The compound of Claim 5 wherein:

Ring A is (C<sub>5</sub>-C<sub>7</sub>)-cycloalkanediyl;

Ring B is a) phenyl; or

b) (C<sub>3</sub>-C<sub>8</sub>)-cycloalkyl, an 8-, 9-, 10-, 11-, 12-, 13- or 14-membered aromatic ring, or a 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12-membered heteroaromatic ring optionally containing one, two, three or four heteroatoms selected from the group consisting of N, O and S;

R1 is a) in the case where ring B is selected from a) above:

SCF<sub>3</sub>, OCF<sub>2</sub>-CHF<sub>2</sub>, O-phenyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl-O-(C<sub>1</sub>-C<sub>3</sub>)-alkyl;

b) in the case where ring B is selected from b) above:

H, F, Cl, Br, OH, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub>, OCF<sub>2</sub>-CF<sub>3</sub>, SCF<sub>3</sub>, OCF<sub>2</sub>-CHF<sub>2</sub>, O-phenyl, (C<sub>1</sub>-C<sub>6</sub>)-alkyl, O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl-O-(C<sub>1</sub>-C<sub>3</sub>)-alkyl;

c) in the case where ring B is selected from a) above and R4 is phenyl:

(C<sub>1</sub>-C<sub>6</sub>)-alkyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

R2 is H or CF<sub>3</sub>;

R4 is a) in the case where ring B is selected from a) above:  
phenyl;

b) in the case where ring B is selected from b) above:  
H, F, Cl, Br, OH, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub>, (C<sub>1</sub>-C<sub>6</sub>)-alkyl or O-(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

c) in the case where ring B is selected from a) above and R1 selected from a)  
above:  
(C<sub>1</sub>-C<sub>6</sub>)-alkyl;

R5 is methyl;

R3 is H;

X is CH<sub>2</sub>-O;

Y is CH<sub>2</sub>-O.

7. (original) The compound of Claim 6 wherein the central cycloalkanediyl ring is attached 1,3-cis.

8. (original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and one or more compounds of Claim 1.

9. (original) The pharmaceutical composition of Claim 6 further comprising at least one additional active ingredient.

10. (original) The pharmaceutical composition of Claim 9 wherein said additional active ingredient has favorable effects on metabolic disturbances or disorders.

11. (original) The pharmaceutical composition of Claim 9 wherein said additional active ingredient is an antidiabetic.

12. (original) The pharmaceutical composition of Claim 9 wherein said additional active ingredient is a lipid modulator.
13. (withdrawn) A method of treating disorders of fatty acid metabolism and glucose utilization comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.
14. (withdrawn - currently amended) A method of treating disorders of insulin resistance comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.
15. (withdrawn - currently amended) A method of treating diabetes mellitus including the prevention of the sequelae associated therewith comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.
16. (withdrawn - currently amended) A method of treating dyslipidemia and sequelae associated therewith comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.
17. (withdrawn) A method of treating metabolic syndrome and conditions associated therewith comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.
18. (withdrawn) A method of treating disorders of fatty acid metabolism and glucose utilization comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1 in combination with at least one further active compound.
19. (withdrawn) A method of treating disorders of insulin resistance comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1 in combination with at least one further active compound.